

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of the Company will be held at the Boardroom, World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 31st December, 2003 at 3:30 p.m. for the following purposes:-

1. To receive and adopt the Financial Statements and the Reports of the Directors and Auditors for the year ended 30th September, 2003.
2. To declare a Final Dividend for the year.
3. To elect Directors and fix their remuneration for 2004.
4. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors for the year ended 30th September, 2004.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions shown as items 5, 6, and 7 as ordinary resolutions and 8 as special resolution:-

5. THAT:-

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued Shares be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;
- (c) for the purpose of this Resolution:-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

## 股東週年大會通告

茲通告本公司謹訂於二零零三年十二月三十一日(星期三)下午三時三十分在香港銅鑼灣告士打道280號世界貿易中心三十八樓，香港世界貿易中心會議廳，召開股東週年大會，議程如下：—

- (一) 省覽本公司截至二零零三年九月三十日止年度賬目及董事會與核數師之報告。
- (二) 宣佈派發末期股息。
- (三) 選舉董事及釐定其二零零四年酬金。
- (四) 聘請核數師及授權董事會釐定其截至二零零四年九月三十日止年度酬金。

作為特別事項，考慮及酌情通過(不論是否作出修訂)下列第五、六及七項決議案為普通決議案及第八項決議案為特別決議案：—

(五) 動議：—

- (a) 在本決議案(b)段規限下，一般及無條件批准董事於有關期間內行使本公司全部權力購回已發行股份；
- (b) 根據上文(a)段所述批准在香港股份購回守則規限下可在香港聯合交易所有限公司或獲香港證券及期貨事務監察委員會及香港聯合交易所有限公司就此認可之任何其他證券交易所購回之股份總面值不得超過本公司於通過本決議案當日之已發行股本總面值10%，而上述批准須受相應限制；
- (c) 就本決議案而言：—

「有關期間」指由通過本決議案至下列日期止(以較早者為準)之期間：

  - (i) 本公司下屆股東週年大會結束時；
  - (ii) 法例規定本公司舉行下屆股東週年大會之期限屆滿時；及

## NOTICE OF ANNUAL GENERAL MEETING (Continued)

- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

### 6. THAT:-

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to:-
  - (i) a Rights Issue;
  - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company;

shall not exceed the aggregate of:

- (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company

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- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案賦予之權力。

### (六) 動議：—

- (a) 在本決議案(c)段規限下，一般及無條件批准本公司董事於有關期間內行使本公司全部權力配發、發行及處置本公司股本中之額外股份，並作出或授予可能需要行使上述權力之售股建議、協議、優先認股權及認股權證；
- (b) (a)段所述批准將授權本公司董事於有關期間內作出或授予可能需於有關期間結束後始行使上述權力之售股建議、協議、優先認股權及認股權證；
- (c) 本公司董事依據(a)段之批准配發或有條件或無條件同意配發(不論依據優先認股權或其他事項)之股本總面值，並非因：—
  - (i) 配售新股；
  - (ii) 當時就向本公司及／或其任何附屬公司之行政人員及／或僱員授予或發行股份或購入本公司股份之權利而採納之任何優先認股計劃或類似安排；或
  - (iii) 根據本公司之公司組織章程細則以配發股份代替本公司股份獲派之全部或部份股息之任何實物股息或類似安排；

不得超過下列各項之總額：

- (aa) 本公司於通過本決議案當日已發行之股本總面值20%；另加
- (bb) (倘董事獲本公司股東另行通過一項普通決議案授權)本公司於通過本決議案之後購回之股

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repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).

7. THAT the Directors of the Company be and are hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution No. 6 of the notice convening this Meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.

8. THAT the Articles of Association of the Company be amended as follows:-

- (a) the existing Article 29 be amended by adding the words “(or any successor thereto)” immediately after the words “HKSCC Nominees Limited” in line 2 thereof; and

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本面值(最多可達本公司於通過本決議案當日已發行之股本總面值10%)，故上述批准須受相應限制；及

(d) 就本決議案而言：

「有關期間」指由通過本決議案至下列日期止(以較早者為準)之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 法例規定本公司舉行下屆股東週年大會之期限屆滿時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案賦予之權力；及

「配售新股」指本公司董事於指定期間內向於指定記錄日期名列股東名冊之本公司各類股份持有人按其當時之持股比例發售股份之建議(惟本公司董事有權就零碎股份或就任何本港以外地域之法律或任何認可監管機構或任何證券交易所之規定而在彼等認為必須或權宜之情況下取消若干股東在此方面之權利或作出其他安排)。

(七) 動議授權本公司董事就本會議通告所載第6項決議案(c)段(bb)分段所述之本公司股本而行使(a)段所述之本公司權力。

(八) 動議修訂本公司之組織章程細則如下：—

- (a) 修訂現行章程細則第29條，於該章程細則第2行之字句「香港中央結算(代理人)有限公司」後隨即加入字句「(或任何其繼承人)」；及

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- (b) the existing Article 79A be amended by substituting the words “the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong)” in lines 1 and 2 thereof by the words “the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)”.

By Order of the Board  
Tsang Man Kwok  
Secretary

Hong Kong, 20th November, 2003

Notes:

- (1) The register of Members will be closed from Tuesday, 23rd December, 2003 to Wednesday, 31st December, 2003 (both days inclusive). In order to establish entitlements to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's registrars, Standard Registrars Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 22nd December, 2003.
- (2) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. All proxies must be deposited with the registered office of the Company, 23rd Floor, Beverly House, 93-107 Lockhart Road, Wanchai, Hong Kong not less than 24 hours before the time appointed for the Meeting.

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- (b) 修訂現行章程細則第79A條，以字句「證券及期貨條例(香港法例第571章)」取代於該章程細則第1行及第2行之字句「證券及期貨(結算所)條例(香港法例第420章)」。

承董事會命  
秘書  
曾文國

香港，二零零三年十一月二十日

附註：

- (1) 本公司將由二零零三年十二月二十三日(星期二)至二零零三年十二月三十一日(星期三)(首尾兩天包括在內)，暫停辦理股票過戶登記手續，凡已購買本公司股票之人士，為確保享有收取普通股末期息，請將購入股票連同過戶文件於二零零三年十二月二十二日(星期一)下午四時前送達香港灣仔告士打道56號東亞銀行港灣中心地下標準證券登記有限公司辦理登記。
- (2) 任何有權出席上述會議通告召開之會議及於會上投票之股東均可委派一名或多名代表代其出席會議，並於進行表決時代其投票。受委代表毋須為本公司股東。所有代表委任表格最遲須於會議指定舉行時間二十四小時前送達本公司註冊辦事處，地址為香港灣仔駱克道93-107號利臨大廈23樓。